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February 16, 1999

Office of Secretary of State
STATE OF FLORIDA
Division of Corporations
The Capitol
Tallahassee, Florida 32301

400002779414-0174
-02/18/99-01053-0174

*****78.75 *****78.75

Re: The Waters Group, Inc.
Incorporation

EFFECTIVE DATE

2-16-99

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Please send me a certified copy of the Articles and Registered Agent Designation.

My check is enclosed to cover the following:

Filing fee for Articles of Incorporation
and Registered Agent Designation

\$70.00

Certified copy of the Articles (including
the Registered Agent Designation)

8.75

TOTAL:

\$78.75

Thank you for your assistance in this regard.

Very truly yours,

J. Bruce Bickner

J. Bruce Bickner

JBB:sgg

Enclosures

cc: Mr. Roger L. Dockery
(without enclosures)

SP 2/19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 18 AM 8:17

FILED

EFFECTIVE DATE

2-16-99

FILED
99 FEB 18 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WATERS GROUP, INC.

The undersigned does hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that the following articles have been adopted.

ARTICLE I - CORPORATE NAME

The name of this corporation is The Waters Group, Inc.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence and shall exist commencing on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in the business of event planning, including but not limited to arranging for speakers and programs to be presented, negotiations regarding site locations, food, entertainment and specialty items.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of event planning services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of

corporate property or other instruments to secure the payment of corporate indebtedness as required.

To consolidate or merge with, or purchase the assets of another domestic corporation rendering the same professional services.

To invest in, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of real property located in the State of Florida and all other states and countries.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLES IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 1,000 shares having a par value of \$1.00 per share. All common stock shall be fully paid and nonassessable. The common stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without

issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2573 Ridgecrest Avenue, Orange Park, Florida, 32065, and the name of the initial registered agent of this corporation at such address is Roger L. Dockery.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by majority vote of the directors, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of this corporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified, or until his earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Roger L. Dockery	2573 Ridgecrest Avenue Orange Park, Florida 32065

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator and a statement of the number of shares of stock which he agrees to subscribe are as follows:

<u>Name</u>	<u>Address</u>	<u>No.</u>
Roger L. Dockery	2573 Ridgecrest Avenue Orange Park, Florida 32065	1,000

The proceeds from the payment for the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IV - LIMITATION ON ISSUANCE OF STOCK

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the capital stock of this corporation.

ARTICLE X - RESTRAINT ON ALIENATION OF SHARE

No shareholder of this corporation may sell or transfer any of his shares of stock of this corporation, except to another individual who is eligible to be a stockholder of this corporation.

ARTICLE XI - CONTRACTS

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be

interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE XII - STOCKHOLDERS' AGREEMENT

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive By-Laws or contracts shall be determined by the shareholder of this

corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein, except to another individual who is eligible to be a shareholder of this corporation.

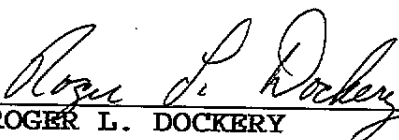
ARTICLE XIII - OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the shareholders and approved by a shareholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

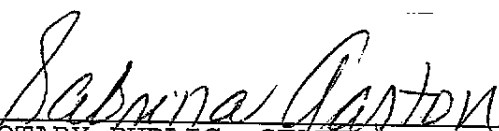
IN WITNESS WHEREOF, I, **ROGER L. DOCKERY**, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 16th day of February, 1999, to the Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.


ROGER L. DOCKERY

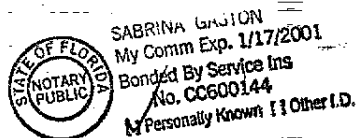
STATE OF FLORIDA
COUNTY OF CLAY

The foregoing Articles of Incorporation was acknowledged before me this 16th day of February, 1999, by **ROGER L. DOCKERY**, who is personally known by me or who produced identification, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of February, 1999, at Orange Park, Clay County, Florida.


NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: Sabrina Gaston
Commission number: CC600144
Commission expires: 1/17/2001

 X personally known by me
 produced identification
type: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED**

FILED
99 FEB 18 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, The Waters Group, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at the City of Orange Park, County of Clay, State of Florida, has named Roger L. Dockery, located at 2573 Ridgecrest Avenue, Orange Park, Florida, 32065, as its resident agent to accept service of process within this state.

ACKNOWLEDGEMENT

The undersigned having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping my office open.


ROGER L. DOCKERY